

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

RED BARN MOTORS, INC., PLATINUM
MOTORS, INC., and MATTINGLY AUTO
SALES, INC., individually and on behalf of
other members of the general public similarly
situated,

Plaintiffs,

v.

COX AUTOMOTIVE, INC., NEXTGEAR
CAPITAL, INC. F/K/A DEALER SERVICES
CORPORATION, successor by merger with
Manheim Automotive Financial Services, Inc.,
and JOHN WICK,

Defendants.

Case No. 1:14-cv-01589-TWP-DKL

DECLARATION OF ADAM GALEMA

1. I am over twenty-one years of age, of sound mind, and competent to make this declaration.

2. I currently serve as the Senior Director of Finance for Defendant NextGear Capital, Inc. ("NextGear") and have held that position for two years. Before that, I was Controller of NextGear for several years. In my current role, I am responsible for the financial reporting of the company. In that capacity, I am familiar with our floor plan products and related charges and default practices. This Declaration is based on my own personal knowledge, in reliance on the regular practices and procedures of NextGear, and on the records maintained by NextGear.

3. Based on my understanding of the class definition in the Court's June 29, 2017 Order, I believe there are likely tens of thousands of dealers in the class as defined. Those tens of thousands of dealers have likely engaged in more than one million transactions floor planned with NextGear.

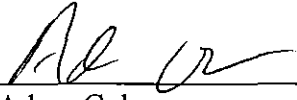
4. In responding to discovery, NextGear created three reports showing the detail of transactions between DSC/NextGear and Plaintiffs Red Barn Motors, Inc., Mattingly Auto Sales, Inc., and Platinum Motors, Inc. These reports contained information about the dates and amounts of principal and interest charges and the dates funding was transferred to an auction. Assuming there are tens of thousands of members of the class, my team and I have estimated that

creating similar reports for each class member would require at least six weeks' worth of work from one or more individuals working exclusively on this project.

5. Plaintiffs have also requested information on interest-bearing fees and payments. My team and I estimate that developing search queries to obtain relevant information from our systems, running the system queries, and quality checking the data pulled from the system would require the involvement of a team of six to nine people working full time on the project for at least four to six months. This team would need to be overseen by two additional project management personnel working part time. All of these individuals would need to be NextGear employees with knowledge of NextGear's systems and the data that can be obtained from the systems.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and accurate to the best of my knowledge.

This 14th day of July, 2017.


Adam Galema

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